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One James Center
Richmond, Virginia 23219
Telephone: (804) 782-1593

LOUIS G. RECHER
Assistant General Counsel

November 11, 1992

Sidney L. Strickland, Jr., Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

RECORDATION NO. 8828-E FILED M25

NOV 16 1992 2:45 PM

INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

On behalf of CSX Transportation, Inc. ("CSXT"), successor by merger to Seaboard Coast Line Railroad Company, enclosed for filing and recordation under 49 U.S.C. § 11303(a) and the regulations promulgated thereunder are four (4) counterparts of a Release and Satisfaction and Bill of Sale, dated as of November 4, 1992, executed by Metropolitan Life Insurance Company, assignee of a certain Conditional Sale Agreement between Pullman Standard Incorporated (Pullman Standard Division) and Seaboard Coast Line Railroad Company, dated as of May 15, 1977. The Conditional Sale Agreement was filed with the Interstate Commerce Commission on May 20, 1977, and assigned Recordation No. 8828. The Conditional Sale Agreement has been satisfied and by recordation of the enclosed Release shall be discharged of record.

The names and addresses of the parties are as follows:

Assignee: Metropolitan Life Insurance Company
303 Perimeter Center North
Suite 500
Atlanta, Georgia 30346

CSXT: CSX Transportation, Inc.
500 Water Street
Jacksonville, Florida 32202

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Enclosed is a check in the amount of \$16.00 in payment of the filing fee.

Once this filing has been made, please return to the undersigned time-stamped copies of the Agreement not needed for your files, together with a time-stamped copy of this letter of transmittal (which is attached for your convenience), the fee receipt and a copy of the letter from the Interstate Commerce Commission acknowledging the filing.

Thanking you in advance for your assistance, I am

Very truly yours,

Louis G. Recher

LGR/dlf

Copy - John C. Eccleston

Interstate Commerce Commission
Washington, D.C. 20423

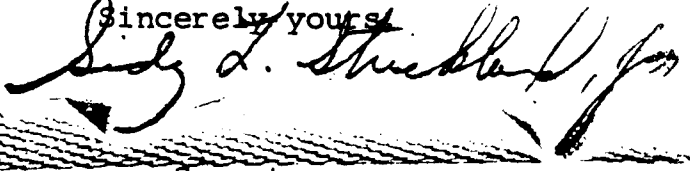
11/17/92

OFFICE OF THE SECRETARY

Louis G. Recher
CSX Corp.
One James Center
Richmond VA. 23219

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/16/92 at 2:45pm, and assigned re-recording number(s). 8828-E

Sincerely yours,

Secretary

SIDNEY L. STRICKLAND, JR.

Enclosure(s)

Counterpart No. 4
Of 4 Counterparts

RELEASE AND SATISFACTION AND BILL OF SALE

SEABOARD COAST LINE RAILROAD COMPANY CONDITIONAL SALE

AGREEMENT DATED AS OF MAY 15, 1977

RECORDATION NO. 8828-F

NOV 16 1992 2:45 PM

INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS that Metropolitan Life Insurance Company, Assignee of a certain Conditional Sale Agreement dated as of May 15, 1977, between Pullman Standard Incorporated (Pullman Standard Division) and Seaboard Coast Line Railroad Company, hereby certifies that all of the \$21,110,832.50 Conditional Sale Indebtedness, with interest thereon at the rate of 8.35% per annum, has been fully paid or payment provided for, and all of the obligations under said Conditional Sale Agreement have been fully complied with and performed.

WHEREFORE, in consideration of One Dollar (\$1.00) and other valuable consideration:

Metropolitan Life Insurance Company does hereby declare said Conditional Sale Agreement dated as of May 15, 1977 to be satisfied and canceled and does consent that the same be discharged of record, and further Metropolitan Life Insurance Company does hereby sell, assign, convey, transfer, set over, release and quitclaim without any warranty or guaranty of any kind, express or implied, unto CSX Transportation, Inc. (Successor by merger to Seaboard Coast Line Railroad Company) all of its right, title and interest in and to all of the railroad equipment of every character included in the said Conditional Sale Agreement and now held by Metropolitan Life Insurance Company.

IN WITNESS WHEREOF, Metropolitan Life Insurance Company has caused these presents to be executed in its name by one of its VICE-PRESIDENT & INVESTMENT COUNSEL thereunto duly authorized and its corporate seal to be hereunto affixed and attested by its Assistant Secretary as of this 4th day of November 1992.

ATTEST:

Metropolitan Life Insurance Company,
as Assignee


[Signature]
Assistant Secretary

By: [Signature]
Vice President & Investment Counsel

STATE OF NEW YORK,)
COUNTY OF NEW YORK,) SS.:

(2)

On this 4th day of November 1992, before me personally appeared John C. Kelsh, to me personally known, who, being by me duly sworn, says he is a VICE-PRESIDENT - INVESTMENT COUNSEL of Metropolitan Life Insurance Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

RSBSSCL1

THOMAS C. HOI
Notary Public, State of New York
No. 31-4977849
Qualified in New York County
Commission Expires February 19, 1993